FORM D

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SEG Mail **UNITED STATES Mail Processing** SECURITIES AND EXCHANGE COMMISSION IN Washington, D.C. 20549

JUL 28 2008

PROCESSED

NOTICE OF SALE OF SECURITIESDO PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

FORM D

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14	3/025	

OMB APPROVAL									
OMB Number:	3235-0076								
Expires:	May 31, 2005								
Estimated average bu	urden								
hours per response	1								

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Serial
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Name of Offering (check if this is an amendment and na	ime has changed, and indica	ite change.)		
Pueblo 1031 DST		_		
Filing Under (Check box(es) that apply):	04 Rule 505	Rule 50	6 Section 4(6)	ULOE
Type of Filing: New Filing Amendment		_		
Α.	BASIC IDENTIFICATION	ON DATA		
1. Enter the information requested about the issuer				
Name of Issuer (check if this is an amendment and na	me has changed, and indicat	te change.)		
Pueblo 1031 DST				
	Street, City, State, Zip Code) .	Telephone Number (Includin	ng Area Code)
		' !	(630) 218-4916	,
2901 Butterfield Road, Oak Brook, Illinois 6052		 .		
	Street, City, State, Zip Code)	Telephone N	1 SDO T SEE
(if different from Executive Offices)				
Brief Description of Business			1448 1144	## 88/8/ 8 /# 8 # 88 / /8//8 ##88 /## /88/
The acquisition and sale of interests in real prope	erty.		1 / 111 /// 111/ // 111/	
The addition and only of the first f			i inanti edile ili	a construction with Will
Type of Business Organization				3052823
	rtnership, already formed		other (please specify):	
	rtnership, to be formed	·	Delaware statutory trust	<u> </u>
☐ business trust ☐ minica pa				<u> </u>
	Month	Year		
Actual or Estimated Date of Incorporation or Organization	: 0 2 0	8		ed
Jurisdiction of Incorporation or Organization: (Enter two-l	letter U.S. Postal Service ab	breviation for	State:	
CN for Can	ada: FN for other foreign ju	ırisdiction)	DE	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA													
2. Enter the information requ	ested for the following	ng:											
Each promoter of the iss	suer, if the issuer has	been organized within the	past five years;										
 Each beneficial owner h issuer, 	naving the power to	vote or dispose, or direct th	ne vote or disposition of, 10%	or more of a class	of equity securities of the								
Each executive officer a	and director of corpo	rate issuers and of corpora	te general and managing part	ners of partnership	issuers; and								
· Each general and manage	ging partner of partn	ership issuers.											
Check Box(es) that Apply:	☑ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner								
Full Name (Last name first, if	Full Name (Last name first, if individual)												
Inland Real Estate Exchange Corporation													
Business or Residence Address (Number and Street, City, State, Zip Code)													
2901 Butterfield Road, Oak Brook, Illinois 60523													
Check Box(es) that Apply:	□ Promoter	Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner								
Full Name (Last name first, if	individual)												
Pueblo Exchange, L.													
Business or Residence Address	(Number and Stree	t, City, State, Zip Code)											
2901 Butterfield Roa	d, Oak Brook, Il	linois 60523											
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner								
Full Name (Last name first, if	individual)												
Pueblo 1031, L.L.C.													
Business or Residence Address	(Number and Street	t, City, State, Zip Code)											
2901 Butterfield Roa	d, Oak Brook, Il	linois 60523											
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner								
Full Name (Last name first, if	ndividual)				,								
Business or Residence Address	(Number and Street	t, City, State, Zip Code)											
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner								
Full Name (Last name first, if i	ndividual)												
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Business or Residence Address	(Number and Street	t, City, State, Zip Code)											
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Full Name (Last name first, if i	ndividual)												
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Business or Residence Address	(Number and Street	t, City, State, Zip Code)											
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner								
Full Name (Last name first, if i	Full Name (Last name first, if individual)												
Business or Residence Address	(Number and Street	t, City, State, Zip Code)											

B. INFORMATION ABOUT OFFERING												
						·····					Yes	No
1. Has	the issuer	sold, or do	es the issue	r intend to	sell, to nor	-accredite	d investors	in this offe	ring?		. 🗆	\boxtimes
			A	Inswer also	in Appen	dix, Colum	n 2, if filin	g under UI	OE.			
2. Wha	it is the mi	nimum inv	estment the	nt will be a	ccepted fro	m any indi	vidual?				. <u>\$</u>	250,000*
•											Yes	No
3. Doe	s the offeri	ng permit j	oint owner	ship of a si	ingle unit?.				***************	****************	. 🛛	
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual)												
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	f Associate											
	ind Securit							-				
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)												ll States
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^{*} A smaller amount may be accepted by the company, in its sole discretion.

	B. INFORMATION ABOUT OFFERING													
					·						Yes	No		
1 Has	the issuer s	sold or doe	es the issue	r intend to	sell, to non	-accredite	d investors	in this offe	ring?	•••••				
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2. Wha	t is the mir	nimum inv	estment tha	it will be a	ccepted fro	m any indi	vidual?	• • • • • • • • • • • • • • • • • • • •			. <u>\$</u>	250,000*		
											Yes	No		
3. Does	s the offeri	ng permit j	oint owner	ship of a si	ingle unit?.				,		. 🛛			
com offer and/	4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual)													
Full Name (Last name first, if individual) Hong, Eddie Shu-Wing														
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	f Associate													
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^{*} A smaller amount may be accepted by the company, in its sole discretion.

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											Yes	No
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^{*} A smaller amount may be accepted by the company, in its sole discretion.

				В,	INFORM.	ATION AB	OUT OFFE	RING					
		<u> </u>								<u>.</u>	Yes	No	
1. Has	the issuer	sold, or do	es the issue	er intend to	sell, to no	n-accredite	d investors	in this offe	ring?		. 🗆	\boxtimes	
			A	Answer also	in Appen	dix, Colun	nn 2, if filin	g under UI	.OE.				
2. Wha	at is the mi	nimum inv	estment the	at will be a	ccepted fro	m any indi	ividual?				. \$	250,000*	
_, .,,					•	-						No	
3 Doe	s the offeri	na nermit i	ioint owner	rshin of a s	ingle unit?						Yes . ⊠	No □	
4. Ente		mation required similar reresented between to be tate or state	uested for on nuneration listed is a es, list the r	each persor for solicite n associate name of the	n who has to ation of pure d person or broker or	neen or will rchasers in ragent of a dealer. If r	l be paid or connection broker or on more than fi	given, dire with sales dealer regis	ectly or ind of securition stered with ons to be li	irectly, any es in the the SEC isted are			
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^{*} A smaller amount may be accepted by the company, in its sole discretion.

B. INFORMATION ABOUT OFFERING												
		<u> </u>									Yes	No
1. Has	the issuer s	old, or do	es the issue	r intend to	sell, to non	-accredite	d investors	in this offe	ring?			\boxtimes
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States is	n Which Pe	erson Liste	d Has Solid	ited or Inte	ends to Sol	icit Purcha	sers					
(Ch	eck "All St	ates" or ch	eck individ						••••••			Il States
[AL]	[AK]	[AZ]	[AR]	(CA)	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
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[MT] [RI]	[NE] [SC]	[NV] [SD]	(NH) [TN]	[NJ] [TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[W1]	[WY]	[PR]
Full Na	me (Last n	ame first, i										
	nnon, Bob		01 1	1.6.	. 6 6.	4. 7i- C-	d a \					
	ss or Reside 1 NE Gilm											
	of Associate rific West S											
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)										All States		
(AL)	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

^{*} A smaller amount may be accepted by the company, in its sole discretion.

	B. INFORMATION ABOUT OFFERING											
						-					Yes	No
1. Has	the issuer s	old, or do	s the issue	r intend to	sell, to non	-accredited	d investors	in this offe	ring?	•••••		\boxtimes
••		,			in Append							
											•	250 000#
2. Wha	it is the mir	imum inv	estment tha	it will be a	ccepted tro	m any indi	viduai?	**************		•••••••	· <u>3</u>	250,000*
				•							Yes	No
3. Doe	s the offeri	ng permit j	oint owner	ship of a si	ngle unit?.	•••••	••••••			•••••	. 🛛	
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual)												
	•	ame first, i	f individua	l)								
	wi, Irwin		01 1	10.	- C' - Ct-	- 2:- C-	1-1					
	Business or Residence Address (Number and Street, City, State, Zip Code) 6404 Wilshire Blvd. Ste. 1215, Los Angeles, CA 90048											
	of Associate			203 Filiger	03, 01170							
				orated								
American General Securities Incorporated States in Which Person Listed Has Solicited or Intends to Solicit Purchasers												
(Check "All States" or check individual States)												II States
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	me (Last na up, Scott	ame first, i	t individua	1)								
Busines	s or Reside				t, City, Sta	te, Zip Co	de)				•	
	f Associate										.	
	R Financial											
	n Which Pe eck "All St						sers				🔲 Al	II States
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[MT]	(NE)	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	(OH)	[OK]	[OR]	[PA]
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	me (Last na bott, Alec	ame first, i	f individua	1)								
Busines	ss or Reside						de)				-	
	f Associate											
AIC	6 Financial	Advisors		<u>-</u>								
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)												
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

^{*} A smaller amount may be accepted by the company, in its sole discretion.

				В.	INFORM	ATION AB	OUT OFFE	RING			-	
					···		·	 .			Yes	No
1 Hoe	the iccuer	cold or do	es the issue	r intend to	sell to nor	n-accredite	d investors	in this offe	ring?			N0 ⊠
1. 1143	tile issuel .	501 u , 01 u 0					ın 2, if filin				_	_
2. Wha	at is the min	nimum inv	estment the	it will be a	ccepted fro	m any indi	vidual?		***************************************		· <u>\$</u>	250,000*
•				•							Yes	No
3. Doe	s the offeri	ng permit j	joint owner	ship of a s	ingle unit?		•••••		***************************************			
	r the inform									lirectly, any		
offe	ring. If a p	erson to be	e listed is a	n associate	d person or	agent of a	broker or	dealer regis	stered with	the SEC		
and/	or with a st	ate or state	es, list the r	name of the	broker or	dealer. If n	nore than f	ive (5) pers	ons to be l	isted are		
	ciated pers				ou may set	Torth the i	niormation	TOF that of	oker or dea	er only.		
	me (Last n		f individua	1)								
	fridge, Cy ss or Reside		oo (Niverbo	wood Stee	- City St	to Zin Co	da)					
	s or Reside		•			ite, Zip Co	ue)					
	of Associate	•			-		 . _ .					
• - •	coln Financ		-									
States in	n Which Pe	rson Liste	d Has Solid	cited or Int	ends to Sol	icit Purcha	sers			<u> </u>		
(Ch		🗌 A	II States									
[AL] [AK] [AZ] [AR] [CO] [CT] [DE] [DC] [FL] [GA]										[GA]	(HI)	[ID]
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[MT]	[NE]	[NV]	[NH]	[IN]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (Last na	ame first, i	f individua	1)			·					
	oerson, M			<u> </u>			_			 .		
	s or Reside 5 S. Basc						de)					
	f Associate				·							
Line	coln Financ	cial Adviso	ors									
	which Pe										🗆 A	ll States
[AL]	[AK]	[AZ]	[AR]	(CA)	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	(HI)	[ID]
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[MT]	[NE]	[NV]	[NH]	[KN]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[wv]	[WI]·	[WY]	[PR]
Full No	me (Last na	me first i	f individua	<u> </u>	<u> </u>			 -—-		<u>-</u>		
	erberg, Cl		i iliaividua	''								
	s or Reside		ss (Numbe	r and Stree	t, City, Sta	te, Zip Coo	ie)	-				
	68 Stratfo				-							
Name o	f Associate	d Broker o	or Dealer									
VSI	R Financial	Services,	lnc.									
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)										🗌 A	ll States	
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	(FL)	[GA]	[HI]	[ID]
[IL]	[IN]		[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[он]	[OK]	[OR]	[PA]
[RJ]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[wv]	[WI]	[WY]	[PR]

^{*} A smaller amount may be accepted by the company, in its sole discretion.

				В.	INFORM	ATION AB	OUT OFFE	RING				
				<u> </u>					_		Yes	No
1. Has	the issuer s	sold, or do	es the issue	r intend to	sell, to nor	-accredited	d investors	in this offe	ring?			\boxtimes
			A	nswer also	in Appen	dix, Colum	n 2, if filin	g under UI	.OE.			
2 1375-	2. What is the minimum investment that will be accepted from any individual?										•	250.000*
2. What is the minimum investment that will be accepted from any marviadar										· •	250,000*	
										Yes	No	
3. Does the offering permit joint ownership of a single unit?											. 🗵	Ļ
com offer and/	mission or ring. If a p or with a s	similar rer erson to be tate or state	nuneration listed is ances, list the r	for solicita a associate name of the	who has bution of pur d person or broker or ou may set	chasers in agent of a dealer. If n	connection broker or on nore than fi	with sales dealer regis ive (5) pers	of securities stered with ons to be li	the SEC sted are		
	me (Last neffer, Tom		f indiviđua	1)								
			•		t, City, Sta	te, Zip Co	de)					
			Lakeland,	FL 33813	3							
	f Associate ma Financi		or Dealer									
<u>_</u> _			d Has Solid	rited or Inte	ends to Sol	icit Purcha	CPTC					
											🗌 All States	
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	(DE)	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[Ml]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[HN]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	(WI)	[WY]	[PR]
Full Na	me (Last n	ame first, i	f individua	1)								
Busines	s or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Coo	de)				ı	
Name o	f Associate	ed Broker	or Dealer									
			d Has Solid		ends to Sol	icit Purcha	sers	•••••			🗆 A	Il States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	(WV)	[WI]	[WY]	[PR]
Full Na	me (Last n	ame first, i	f individua	1)						-	-	
Busines	s or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Coo	de)					<u> </u>
Name o	f Associate	ed Broker (or Dealer									
					ends to Sol						🗆 A	Il States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[HN]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

^{*} A smaller amount may be accepted by the company, in its sole discretion.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged Amount Already Aggregate Offering Price Sold Type of Security -0-Debt -0-Equity Common ☐ Preferred Convertible Securities (including warrants)..... -0--0-\$ 9,405,288,45 Total.......\$ 10,019,650 9,405,288.45 Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number **Dollar Amount** of Purchases Investors \$ 9,405,288.45 Accredited Investors -0-Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Dollar Amount Security Sold Type of Offering Rule 505 Regulation A..... ---Rule 504 Total___ 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees..... Printing and Engraving Costs \boxtimes -0-\$ 45,000 Legal Fees..... Accounting Fees \boxtimes Engineering Fees -0- \boxtimes Sales Commission (specify finders' fees separately)...... S 604,200 -0-Other Expenses (identify)..... \times S \$ 649,200 Total

	C. OFFERING P	RICE, NUMBER OF INVESTORS, EXPENSES AND U	SE OF PROCEEDS							
b.	Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer."									
5.	each of the purposes shown. If the a check the box to the left of the estin	justed proceeds to the issuer used or proposed to be umount for any purpose is not known, furnish an estimate. The total of the payments listed must equal the an in response to Part C – Question 4.b above.	ate and							
			Payments to Officers, Directors & Affiliates	Payments To Others						
	Salaries and fees		🗆 <u>s</u>	<u> </u>						
	Purchase of real estate		🗆 <u>s</u>	\$ 8,018,836						
	Purchase, rental or leasing and i	nstallation of machinery and equipment	🗆 <u>\$</u>	<u> s</u>						
	Construction or leasing of plant	buildings and facilities	🗆 <u>\$</u>	□ <u>\$</u>						
	offering that may be used in exc pursuant to a merger)	(including the value of securities involved in this change for the assets or securities of another issuer								
	• •									
	- ,									
	Other (specify): Acquisition F	ee, O&O Expenses, Closing Costs	🛭 💲 1,322,614	\$ 29,000						
	Column Totals		🛭 💲 1,322,614	\$ 8,047,836						
	Total Payments Listed (column	totals added)	🛭 🗷 <u>s</u>	9,370,450						
		D. FEDERAL SIGNATURE								
follo	owing signature constitutes an under	be signed by the undersigned duly authorized person. aking by the issuer to furnish to the U.S. Securities are shed by the issuer to any non-accredited investor purson.	nd Exchange Commissi	on, upon written						
İssu	er (Print or Type)	Signature	Date							
Pue	blo 1031 DST	Patricia A. Cellosso	71241	J8 						
Nan	ne of Signer (Print or Type)	Title of Signer (Print or Type)		an 11						
D4	icia A DelPosso	President, Inland Real Estate Exchange Corporation, the sole member of Pueblo Exchange L. I. C. the manager to Pueblo 1031 DST								

-ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE		
	R 230.262 presently subject to any of the disqualification provisi		No ⊠
	See Appendix, Column 5, for state response.		
	indertakes to furnish to any state administrator of any state in which times as required by state law.	ich this notice is filed, a no	tice on
3. The undersigned issuer hereby issuer to offerees.	undertakes to furnish to the state administrators, upon written r	request, information furnish	ed by the
Limited Offering Exemption (U	ts that the issuer is familiar with the conditions that must be satis LOE) of the state in which this notice is filed and understands the n of establishing that these conditions have been satisfied.	sfied to be entitled to the Ur at the issuer claiming the av	niform vailability
The issuer has read this notification undersigned duly authorized personal transfer of the second se	n and knows the contents to be true and has duly caused this no	otice to be signed on its beh	alf by the
Issuer (Print or Type)	Signature	Date	
Pueblo 1031 DST	Patricia a. Delhosso	7/24/08	
Name (Print or Type)	Title (Print or Type)		

Exchange, L.L.C., the manager to Pueblo 1031 DST

President, Inland Real Estate Exchange Corporation, the sole member of Pueblo

Instruction:

Patricia A. DelRosso

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

				<u> </u>		4			
1	Intend to non-a	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL			-				-		
AK		×	Beneficial interests in statutory trust— 10,019,650	1	\$263,900.68	-0-	-0-		⊠
AZ			-						
AR									
CA		⊠	Beneficial interests in statutory trust—10,019,650	8	\$2,916,500	-0-	-0-		⊠
со									
СТ									
DE									
DC									
FL									
GA				- "			·		
HI							<u> </u>		
ID		⊠	Beneficial interests in statutory trust— 10,019,650	1	\$ 345,000	-0-	-0-	0	⊠
IL		Ø	Beneficial interests in statutory trust— 10,019,650	3	\$768,985.26	-0-	-0-		⊠
IN									
lA		×	Beneficial interests in statutory trust— 10,019,650	1	\$167,768.12	-0-	-0-		⊠
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									

APPENDIX

1									·	
	1	Intend to sell to non-accredited		Type of security tend to sell and aggregate on-accredited offering price Type of investor and					Disqualification under State ULOE (if yes, attach explanation of	
State Yes No	i									
No		(Fait B	item i)	(Fait C-itoii F)		Number of Number of				
MT	State	Yes	No		Investors	Amount	Investors	Amount	Yes_	No
NE	МО		⊠	interests in statutory trust—	1	\$108,108.11	-0-	-0-		⊠
NE	мт									
NH				interests in statutory trust—	3	\$1,000,000	-0-	-0-		⊠
NH	NV		П							
NJ										
NM						<u> </u>				
NM	\vdash					\$400,000	-n-			
NC □	NM	∐ .		interests in statutory trust—	1	\$400,000				
NC □	NY								· 🗆	
ND □										
OH □						<u> </u>			· 🛚	
OK □										
OR □ ⊠ Beneficial interests in statutory trust—10,019,650 5 \$1,524,762.22 -0- -0- □ <td< td=""><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></td<>										
PA □		·	⊠	interests in statutory trust—	5	\$1,524,762.22	-0-	-0-		⊠
RI	PA							<u></u>		
SC										
SD		·	i							
TN										
TX □										
UT □										
VT □										
VA □ ⊠ Beneficial interests in statutory trust—10,019,650 1 \$350,000 -0- -0- □ <td> </td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td>										
WA ☐ ☐ Beneficial 1 \$180,264.06 -0- ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐				interests in statutory trust—	1	\$350,000	-0-	-0-		⊠
	WA		⊠	Beneficial interests in statutory trust—	1	\$180,264.06	-0-	-0-		⊠
	WV									

APPENDIX

1	2 3				5 Disqualification					
			Type of security					under State ULOE		
		to sell	and aggregate		T 0 of	investor and		(if yes, attach		
	1	ccredited	offering price offered in state	Type of investor and amount purchased in State					explanation of waiver granted)	
	investors in State (Part B-Item 1)		(Part C-Item 1)	(Part C-Item 2)					-Item 1)	
	,			Number of Accredited		Number of Non-Accredited				
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No	
WI		⊠	Beneficial interests in statutory trust— 10,019,650	1	\$1,380,000	-0-	-0-		⊠	
WY					_					
PR										

